

0100885057

(3)

LAW DEPARTMENT

UNION PACIFIC RAILROAD COMPANY

165 NORTH CANAL STREET  
FLOOR 8-SOUTH  
CHICAGO, ILLINOIS 60606  
(FAX) 312-559-6018

RECORDATION NO. 14844-E  
DEC 11 1995 1:45 PM  
INTERSTATE COMMERCE COMMISSION



RECEIVED  
OFFICE OF  
SECRETARY  
DEC 11 1 33 PM '95  
LICENSING BRANCH

December 8, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423-0001

RE: CONDITIONAL SALE AGREEMENT NO. 1 DATED AS OF SEPTEMBER 1, 1985 BETWEEN GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), BUILDER, AND MERIDIAN TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS OWNER-TRUSTEE UNDER THE TRUST AGREEMENT NO. 1 DATED AS OF THE DATE HEREOF 11-1/2% CONDITIONAL SALE INDEBTEDNESS DUE AUGUST 1, 2000 (COVERING 8 GMC-EMD SD-50 DIESEL ELECTRIC LOCOMOTIVES)

Dear Mr. Williams:

Enclosed are three originals of a Statement of New Numbers relative to the above-referenced agreement for recording at the ICC. The recordation number assigned was 14844. Please file this document as a sub-filing and assign the next sub-letter to such Statement of New Numbers. The names and addresses of the parties to this transaction are as follows:

Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

Meridian Trust Company  
35 North Sixth Street  
Reading, Pennsylvania 19603

Enclosed is our check in the amount of \$\_\_\_\_\_ to cover your recording fee. Please keep one counterpart and return the other counterparts showing your recordation data.

Very truly yours,

*Jan D. Nash*

Jan D. Nash  
Legal Assistant

Counterparts - 3m cllads

DEC 11 1995 - 1 45 PM

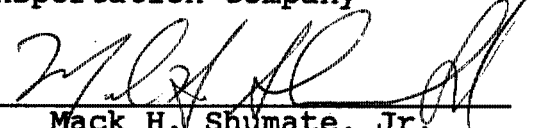
**STATEMENT OF NEW NUMBERS**

INTERSTATE COMMERCE COMMISSION

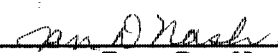
In accordance with the terms of the Conditional Sale Agreement No. 1 dated as of September 1, 1985, for 11½ percent conditional sale indebtedness due August 1, 2000, covering 8 GMC EMD SD-50 diesel electric locomotives between General Motors Corporation (Electro-Motive Division), Builder, and Meridian Trust Company, not in its individual capacity but solely as Owner-Trustee under the Trust Agreement No. 1 entered into under and in accordance with the Participation Agreement No. 1 among Chicago and North Western Transportation Company as Lessee, Mercantile-Safe Deposit Trust Company as Agent, Meridian Trust Company as Trustee, Vendee, and Manufacturers Hanover Leasing Corp. as Owner and various investors, dated as of September 1, 1985, as filed and recorded with the Interstate Commerce Commission on November 18, 1995, and assigned Recordation Number 14844, the following equipment is to be renumbered as follows:

<u>PRESENT CNW NUMBER</u>	<u>NEW UP NUMBER</u>
7005	5065
7012	5072
7015	5075
7016	5076
7017	5077
7019	5079
7030	5090
7034	5094

UNION PACIFIC RAILROAD COMPANY  
successor in interest by  
merger to Chicago and North  
Western Railway Company, f/k/a  
Chicago and North Western  
Transportation Company

BY:   
Mack H. Shumate, Jr.  
General Attorney

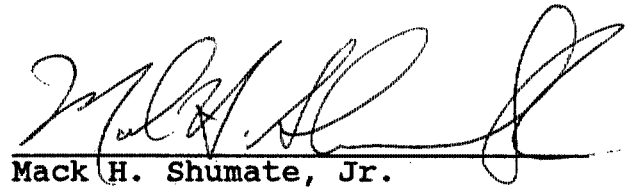
ATTEST:

BY:   
Jan D. Nash  
Legal Assistant

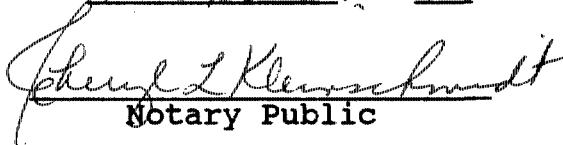
ACKNOWLEDGMENT

STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK       )     SS:

Mack H. Shumate, Jr., being duly sworn, states that he has read the foregoing statement, knows the contents thereof, and that the same are true and correct to the best of his knowledge, information and belief.

  
Mack H. Shumate, Jr.

SUBSCRIBED AND SWORN TO  
before me this 14 day  
of December, 1995.

  
Notary Public

